

# THE COMPANIES ACTS 1948 TO 1976

## Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15 (2) of the Companies Act 1948 as amended by the Companies Act 1976

For official use

1332670

Please do not write in this binding margin

Please complete legibly, preferably in black type or bold black lettering.

\*Delete if inappropriate.

Name of Company

THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS (WELFARE)

XXXXXX

I, MARK REID SHARMAN

of Salisbury House, London Wall, London EC2M 5QY Solicitor

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation of The Church of Jesus Christ of Latter-Day Saints (Welfare)

XXXXXX

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Salisbury House

London Wall in the

City of London

the 14th day of September

One thousand nine hundred and seventy seven

before me R. C. H. Harrap

A Commissioner for Oaths

R. C. H. HARRAP

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland "a Solicitor") engaged in the formation of the company, or a person named in the statement delivered under section 21 of the Companies Act 1976 as a director or secretary of the company.

For Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presentor's name, address and reference (if any):

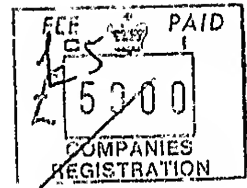
Devonshire & Co.,  
Salisbury House,  
London Wall,  
London EC2M 5QY.  
MRS/WELFARE

For official use  
General section

Post room

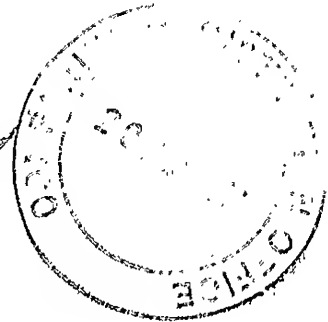
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The Companies Acts 1948 to 1976  
UNLIMITED COMPANY HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION  
of

THE CHURCH OF JESUS CHRIST OF  
LATTER-DAY SAINTS (WELFARE)



1. The name of the Company is "THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS (WELFARE)".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To promote and further the religious and other charitable work of The Church of Jesus Christ of Latter-Day Saints (hereinafter called "the Church") in the United Kingdom or elsewhere.
  - (B) To relieve members of the Church and other persons who are in conditions of need, hardship, sickness or distress.

In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers :-

(C) To acquire by purchase, gift, donation, lease, exchange, hire or otherwise and to hold for any estate or interest and to manage apply dispose of or otherwise deal with any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, materials, implements, machinery, vehicles, plant, stock-in trade and any other real or personal property of any kind necessary for the purpose of or in connection with the Company's objects or any branch or department thereof.

(D) To promote, manage and support projects of all kinds for the production, storage and distribution of food and other commodities and for the manufacture of foods of all descriptions and to engage in any trade or business whatever.



(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's objects, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.

(H) To receive money on deposit or loan upon such terms as the Company may approve.

(I) To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows or other dependants.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold,

dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(O) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(P) To do all such other things as shall further the above objects or any of them.

Provided Always:-

NPD (i) The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or of reasonable and proper rent for premises demised or let by any member of the Company.

(ii) If upon a winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to the Church for its religious and other charitable work.

(iii) Notwithstanding anything which might otherwise be implied from any part of this Memorandum of Association, the Company shall not have power to participate directly or indirectly in any activity which is not charitable under the law of England for the time being in force or to issue any shares giving the holders thereof or any other person any right to participate in the income or property of the Company whether on a winding up of the Company or at any other time but the whole of the income and property of the Company shall at all times be applied

solely for the purposes which are charitable under the said law.

4. The share capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	---

*Leila Ann Shuman*  
SALISBURY HOUSE  
LONDON WALL  
LONDON EC2M 5QY  
SOLICITOR

One

*Reginald Paynter.*  
Salisbury House,  
London Wall,  
London EC2M 5QY  
Solicitor.

One.

DATED this *14<sup>th</sup>* day of  
*September* 1977

WITNESS to the above Signatures:-

*B. G. Gummings*  
Salisbury House  
London Wall  
London EC2M 5QY  
Secretary

1332670/4

The Companies Acts 1948 to 1976  
UNLIMITED COMPANY HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

of

THE CHURCH OF JESUS CHRIST OF  
LATTER-DAY SAINTS (WELFARE)

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PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.
2. Regulations 2 to 5 (inclusive), 24, 40 to 46 (inclusive), 53, 62, 71, 75, 76, 77, 79, 88, 96, 97, 114 to 122 (inclusive), 128, 129, 135 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulation 6 of Table A, Part II shall not apply to the Company, but the regulations hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 5 of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The regulations of Table A, Part I, applicable to the Company shall be modified as follows:-

From regulation 22 there shall be excluded the words:-

"except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act".

From regulation 49 there shall be excluded the words:-

"If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors".

From regulation 98 there shall be excluded the words:-

"It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom".

From regulation 131 there shall be excluded the words:-

"or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him".

From regulation 133 there shall be excluded the words:-

"within the United Kingdom".

From regulation 134(A) there shall be excluded the words:-

"except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them".

To regulation 123 there shall be added after the words "(C) assets and liabilities of the Company" the words:-

"(D) all properties, investments and moneys held upon trust by the Company for any corporation, body of persons or person".

In regulation 130 the words "sections 159 to 161 of the Act and section 14 of the Companies Act 1967" shall be substituted for the words "sections 159 to 162 of the Act".

3A. The regulations of Table A, Part II, applicable to the Company shall be modified by excluding from regulation 2 paragraph (d) thereof.

#### SHARES

4. The share capital of the Company is divided into 100 shares of £1 each.

4A. The Company may by Special Resolution:-

- (a) Increase the share capital by each sum to be divided into shares of such amount as the resolution may prescribe;
- (b) Consolidate its shares into shares of a larger amount than its existing shares;
- (c) Sub-divide its shares into shares of a smaller amount than its existing shares;



(d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

(e) Reduce its share capital in any way.

4B. Any member may with the consent of the Directors surrender any of his shares in the Company either for a cash payment or in consideration of the issue of any securities of or shares in the Company or for any other consideration approved by the Directors, and on such terms as may be agreed by him and them, or by way of voluntary gift, and the Directors may accept any such surrender and carry into effect the terms on which it is made. Any shares so surrendered may be cancelled or (if the Directors think fit) reissued.

#### LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSMISSION OF SHARES

6. The proviso to regulation 32 of Table A, Part I, shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

7. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

7A. On a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

8. Subject as hereinafter provided, the Directors shall not be less than two nor more than seven in number. The first Directors will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976 and their number shall be within the limit above mentioned. The Company may by Ordinary Resolution from time to time vary the minimum or maximum number of Directors. Regulation 75 of Table A shall not apply.

9. There shall be no shareholding qualification for Directors.

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

### BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

### DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

### ROTATION OF DIRECTORS

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by a majority of his co-Directors to act as an alternate Director at any meeting or meetings of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

#### ACCOUNTS

17. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

#### INDEMNITY

18. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

19. The number of members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of members.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jack. Neil Raman  
SALISBURY HOUSE  
LONDON WALL  
LONDON EC2M 5QY  
Solicitor  
Reginald Paynter.  
Salisbury House,  
LONDON WALL,  
LONDON EC2M 5QY  
Solicitor.

---

DATED this 14<sup>th</sup> day of  
September 1977

WITNESS to the above Signatures:-

B. G. Cummings  
Salisbury House  
London Wall  
London EC2M 5QY  
Secretary

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding margin

Company number

1332670 / 5

Name of Company

THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS (WELFARE)

limited\*

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

\*delete if  
inappropriate

The intended situation of the registered office of the company  
on incorporation is as stated below

70 St. John Street

Lichfield

Staffordshire

WS14 9ES

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Devonshire & Co Salisbury House, London Wall, London EC4M 3JY	
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If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

2

Presenter's  
reference (if any):

MRS/BGC/WELFARE

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form

Name (note 2)	John Henry Cox	Business occupation	Executive for Church affairs
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	190 Brook Road Teddington, Middlesex TW11 9PQ	Date of birth (where applicable) (note 6)	-
Particulars of other directorships (note 5)			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 14 September 1977	

Name (note 2)	Henry Easton Petersen	Business occupation	Agricultural Specialist
Former name(s) (note 3)	None	Nationality	American (U.S.A.)
Address (note 4)	296 Peach Lane Bountiful Utah 84010	Date of birth (where applicable) (note 6)	-
Particulars of other directorships (note 5)			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 14 September 1977	

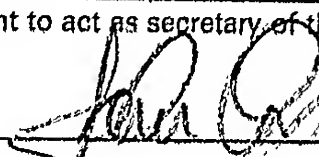
Name (note 2)	Ian David Swanney	Business occupation	Lecturer
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	Helmsdale, Main Street, Elvington, York YO6 5AG	Date of birth (where applicable) (note 6)	-
Particulars of other directorships (note 5)			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 14 September 1977	

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write in this  
binding margin



**Important**  
The particulars  
to be given are  
those referred to  
in section 21(2)(b)  
of the Companies  
Act 1976 and  
section 200(3) of  
the Companies Act  
1948. Please read  
the notes on page 4  
before completing  
this part of the form

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:


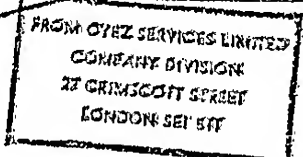
Name (notes 2 & 7)	John Henry Cox
Former name(s) (note 3)	None
Address (notes 4 & 7)	190 Broom Road, Teddington Middlesex TW11 9PQ
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 14 September 1977

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\*as required by  
Section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

†delete as  
appropriate

Signature		[Subscriber] [Agent]†	Date	14.9.77
Signature		[Subscriber] [Agent]†	Date	14-9-77

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# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1  
to Form No. 1  
Company number

1322670

Please complete  
legibly,  
preferably in  
black type, or  
bold black  
lettering

\*delete if  
inappropriate

Name of Company

THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS (WELFARE)

limited\*

Particulars of other directors (continued)

Name (note 2) JOHN MAXWELL

Business occupation

Pharmacist

Former name(s) (note 3) None

Nationality

British

Address (note 4) 12 Stirling Drive

Carlton in Lindrick

Date of birth (where applicable)  
(note 6)

Workshop S81 9DP

I hereby consent to act as director of the company named on page 1

Signature

Date 4 JULY 1977

Particulars of other directorships

NONE



Please do not  
write in this  
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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and  
secretary and intended situation  
of registered office

Continuation sheet No...2.....  
to Form No. 1  
Company number

1332670

Please complete  
legibly,  
preferably in  
black type, or  
bold black  
lettering

\*delete if  
inappropriate

Name of Company

THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS (WELFARE)

limited\*

Particulars of other directors (continued)

Name (note 2) JOSEPH HAMSTEAD

Business occupation  
Head of Registration  
Unit

Former name(s) (note 3) None

Nationality

Address (note 4) 31 Woodcote Valley Road

British

Purley Surrey CR2 3AZ

Date of birth (where applicable)  
(note 6) -

I hereby consent to act as director of the company named on page 1

Signature

*J. Hamstead*

Date 14 September 1977

Particulars of other directorships

None



## CERTIFICATE OF INCORPORATION

No. 1332670

I hereby certify that

**THE CHURCH OF JESUS CHRIST OF LATTER-DAY  
SAINTS (WELFARE)**

is this day incorporated under the Companies Acts 1948 to 1967, and that the Company is unlimited.

Given under my hand at Cardiff the 4TH OCTOBER 1977

*D.A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*